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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

GOOGLE INC., a Delaware corporation, Plaintiff, v. AFFINITY ENGINES, INC., a Delaware corporation, Defendant.	Case No. C 05-0598 JW (HRL) **REPLY DECLARATION OF RORY G. BENS IN SUPPORT OF AFFINITY ENGINES, INC.'S REPLY BRIEF IN SUPPORT OF MOTION FOR FURTHER CASE MANAGEMENT CONFERENCE RE SCOPE OF BRIN AND PAGE DEPOSITIONS** Date: December 5, 2005 Time: 9:00 Judge: Hon. James Ware Location: Courtroom 8, 4th Floor

REDACTED VERSION FOR PUBLIC FILING

I, Rory G. Bens, declare as follows:

1. I am an attorney with Orrick, Herrington & Sutcliffe LLP ("Orrick"), counsel for Defendant Affinity Engines, Inc. ("AEI") in the present action. I am over the age of eighteen and competent to make this declaration. I make each of the following statements based on my personal knowledge, and I could, if necessary, testify to the truth of each of them.

2. Attached hereto as **Exhibit 1** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G000011-G000026.1

3. Attached hereto as **Exhibit 2** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G113478-G113479.

4. Attached hereto as **Exhibit 3** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G112058-G112060.

5. Attached hereto as **Exhibit 4** are true and correct copies of a documents produced in the co-pending California State Court action and Bates-labeled G112634-G112637.

6. Attached hereto as **Exhibit 5** are true and correct copies of documents produced in the co-pending California State Court action and Bates-labeled G113473-G113474.

7. Attached hereto as **Exhibit 6** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G113253.

8. Attached hereto as **Exhibit 7** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G126253.

9. Attached hereto as **Exhibit 8** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G127328.

10. Attached hereto as **Exhibit 9** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G128204-G128208.

11. Attached hereto as **Exhibit 10** is a true and correct copy of a document produced in the co-pending California State Court action and Bates-labeled G128378-G128379.

12. Attached hereto as **Exhibit 11** is a true and correct copy of an article entitled "AFter IPO, Can Ads Keep Fueling Google," published on April 29, 2004.

13. Attached hereto as **Exhibit 12** are true and correct copy of excerpts from a report

completed by the firm of Bear Stearns and dated September 22, 2004, entitled "Google, Inc. In Fast Lane of Information Superhighway."

14. Attached hereto as **Exhibit 13** is a true and correct copy of an article entitled "Google chiefs agree to work for $1," published on April 8, 2005, and available on the Internet at http://cnnmoney.printthis.clickability.com, reporting Google stock ownership by Larry Page and Sergey Brin.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 21st day of November, 2005 at Menlo Park, California.

/s/ Rory G. Bens
Rory G. Bens